DECLARATION AND POWER OF ATTORNEY FOR U.S. PATENT APPLICATIONS

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name, and

I believe I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled

FUSED HETEROCYCLIC SUCCINIMIDE COMPOUNDS AND ANALOGS THEREOF, MODULATORS OF NUCLEAR HORMONE RECEPTOR FUNCTION

the specification of which is attached hereto.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims.

I acknowledge my duty to disclose all information which is known by me to be material to the patentability of this application as defined in 37 C.F.R. §1.56.

I hereby claim the benefit under 35 U.S.C. §119(a)-(d) or §365(b) of any foreign application(s) for patent or inventor's certificate listed below and under 35 U.S.C. §365(a) of any PCT international application(s) designating at least one country other than the United States listed below and have also listed below any foreign application(s) for patent or inventor's certificate or any PCT international application(s) designating at least one country other than the United States for the same subject matter and having a filing date before that of the application the priority of which is claimed for that subject matter:

None

I hereby claim the benefit under 35 USC §119(e) of any United States provisional application(s) listed below:

Application No.Filing Date60/233,519September 19, 200060/284,730April 18, 200160/284,438April 18, 2001

I hereby claim the benefit under 35 U.S.C. §120 of any United States application(s) listed below and under 35 U.S.C. §365(c) of any PCT international application(s) designating the United States listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in said prior application(s) in the manner required by the first paragraph of 35 U.S.C. §112, I acknowledge the duty to disclose all information known by me to be material to patentability as defined in 37 C.F.R. §1.56 which became available between the filing date(s) of the prior application(s) and the national or PCT international filing date of this application:

None

I hereby appoint the attorneys and agents associated with **Customer No. 23914**, respectively and individually, as my attorneys and agents, with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Please address all communications to the address associated with **Customer No. 23914**, which is currently Marla J. Mathias, Bristol-Myers Squibb Company, Patent Department, P.O. Box 4000, Princeton, NJ 08543-4000.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. §1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

FIRST JOINT INVENT	OR:				
	Full name	:	Mark E. Salvati		
	Signature	:			
	Date	:			
			(MM/DD/YY)		
	Citizenship	:	United States of America		
	Residence	:	Lawrenceville, New Jersey		
	P.O. Address	:	9 Tracey Drive Lawrenceville, New Jersey 08648		
SECOND JOINT INVENTOR:					
	Full name	:	James Aaron Balog		
•	Signature	:			
	Date	:			
			(MM/DD/YY)		
	Citizenship	:	United States of America		
	Residence	:	Scotch Plains, New Jersey		
	P.O. Address	:	2 Sassafras Court Scotch Plains, New Jersey 07076		
THIRD JOINT INVENTOR:					
	Full name	;	Dacia A. Pickering		
	Signature	:			
	Date	:			
			(MM/DD/YY)		
	Citizenship	:	British Virgin Islands		
	Residence	:	Lawrenceville, New Jersey		
	P.O. Address	:	507 Drexel Avenue Lawrenceville, New Jersey 08648		

FOURTH JOINT INVENTOR:					
	Full name	:	Sören Giese		
	Signature	:			
	Date	:	(MM/DD/YY)		
	Citizenship	:	Germany		
	Residence		·		
		:	Yardley, Pennsylvania		
	P.O. Address	:	1113 Polo Run Drive Yardley, Pennsylvania 19067		
FIFTH JOINT INVENTOR:					
	Full name	:	Aberra Fura		
	Signature	:			
	Date	:	(1) (1)		
			(MM/DD/YY)		
	Citizenship	:	Qatar		
	Residence	:	Lawrenceville, New Jersey		
	P.O. Address	:	15 Cresthill Road Lawrenceville, New Jersey 08648		
SIXTH JOINT INVENTOR:					
	Full name	•	Wenying Li		
	Signature	:			
	Date	:			
			(MM/DD/YY)		
	Citizenship	:	Chinese Peoples Republic		
	Residence	:	Middletown, Connecticut		
	P.O. Address	:	6221 Town Place Middletown, Connecticut 06457		

SEVENTH JOINT INVENTOR:					
	Full name	:	Ramesh N. Patel		
	Signature	:			
	Date	:	(MM/DD/YY)		
	Oiti-anabin		•		
	Citizenship	:	United States of America		
	Residence	:	Bridgewater, New Jersey		
	P.O. Address	:	572 Cabot Hill Road Bridgewater, New Jersey 08807		
EIGHTH JOINT INVENTOR:					
	Full name	•	Ronald L. Hanson		
	Signature	:			
	Date	:	(MM/DD/YY)		
	Citizenship	:	United States of America		

IMPORTANT: Before this declaration is signed, the patent application (the specification, the claims and this declaration) must be read and understood by each person signing it, and no changes may be made in the application after this declaration has been signed.

Residence

P.O. Address

Morris Plains, New Jersey

Morris Plains, New Jersey 07950

54 Whitewood Drive